

the final session of the next following annual conference. Thereafter, the national officers of the corporation shall be elected biennially by a majority vote of the agencies and organizations sending delegates to, and participating in the annual conference, one vote to each such agency and to each such organization.

(Aug. 13, 1953, ch. 427, § 7, 67 Stat. 563.)

#### **§ 438. Board of Directors**

##### **(a) Composition**

From August 13, 1953, until the final session of the next following annual conference, the governing body of the corporation, which shall exercise the powers herein granted to the corporation, shall be the persons named in section 431 of this title and such additional persons as shall be named by them. Thereafter, the governing body of the corporation shall be a board of directors consisting of such number (not less than ten including ex officio members) as the bylaws may prescribe. The Board of Directors shall be selected from the officers or members of the member agencies or organizations participating in the conference.

##### **(b) Election**

The members of the board of directors shall be elected for such term as the bylaws shall prescribe by a majority vote of the agencies and organizations sending delegates to, and participating in the annual conference, one vote to each such agency and to each such organization.

##### **(c) Meetings**

The board shall meet at least once each year at such time and place as may be prescribed by the bylaws. The annual report of the board shall be presented at such meeting. Special meetings of the board may be called as prescribed by the bylaws.

##### **(d) Executive committee**

The board shall designate three of its own members, who together with the president and the three vice presidents shall constitute the executive committee which, when the board is not in session, shall have and exercise the powers of the board subject to its direction and have the power to authorize the seal of the corporation to be affixed to all papers which may require it.

##### **(e) Executive director; professional staff members**

An executive director for the corporation shall be selected by the executive committee in keeping with qualifications and terms of employment adopted by such committee. Other professional staff members shall be nominated by the executive director and approved by the executive committee.

(Aug. 13, 1953, ch. 427, § 8, 67 Stat. 564.)

#### **SECTION REFERRED TO IN OTHER SECTIONS**

This section is referred to in section 439 of this title.

#### **§ 439. Distribution of income or assets to members; loans**

(a) No part of the income or assets of the corporation shall inure to any member, officer, or director, or be distributable to any such person,

agency, or organization except upon dissolution or final liquidation of the corporation as provided in section 445 of this title. Nothing in this subsection, however, shall be construed to prevent the executive committee from adopting terms of employment of the executive director as prescribed by section 438(e) of this title.

(b) The corporation shall not make loans to its officers, directors, or employees. Any director who votes for or assents to the making of a loan to an officer, director, or employee of the corporation, and any officer who participates in the making of such loan shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.

(Aug. 13, 1953, ch. 427, § 9, 67 Stat. 564.)

#### **§ 440. Nonpolitical nature of corporation**

The corporation, and its members, officers, and directors, as such, shall not contribute to or otherwise support or assist any political party or candidate for elective public office, nor advocate, sponsor, or promote legislation in the Congress of the United States or in the legislatures of the several States.

(Aug. 13, 1953, ch. 427, § 10, 67 Stat. 564.)

#### **§ 441. Liability for acts of officers and agents**

The corporation shall be liable for the acts of its officers and agents when acting within the scope of their authority.

(Aug. 13, 1953, ch. 427, § 11, 67 Stat. 565.)

#### **§ 442. Prohibition against issuance of stock or payment of dividends**

The corporation shall have no power to issue any shares of stock, nor to declare or pay any dividends, its objects and purposes being solely patriotic and educational.

(Aug. 13, 1953, ch. 427, § 12, 67 Stat. 565.)

#### **§ 443. Books and records; inspection**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the annual conference, the board of directors, and committees having any authority under the board of directors; and it shall also keep at its principal office a record of the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member entitled to vote or his agent or attorney at any reasonable time.

(Aug. 13, 1953, ch. 427, § 13, 67 Stat. 565.)

#### **§ 444. Repealed. Pub. L. 88-504, § 4(18), Aug. 30, 1964, 78 Stat. 637**

Section, act Aug. 13, 1953, ch. 427, § 14, 67 Stat. 565, related to audit of financial transactions and report of such audit to the Comptroller General. See sections 1101 to 1103 of this title.

#### **§ 445. Use of assets on dissolution or liquidation**

Upon final dissolution or liquidation of the corporation, and after the discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets of the corporation